

MARICOPA COUNTY STADIUM DISTRICT BOARD OF DIRECTORS MINUTE BOOK

**FORMAL SESSION
December 19, 2007**

The Board of Directors of Maricopa County Stadium District, Phoenix, Arizona, convened in Formal Session at 9:00 a.m., December 19, 2007, in the Board of Supervisors' Auditorium, 205 W. Jefferson, Phoenix, Arizona, with the following members present: Fulton Brock, Chairman, District 1; Andrew Kunasek, Vice Chairman, District 3; Don Stapley, District 2; Max W. Wilson, District 4 and Mary Rose Wilcox, District 5. Also present: Fran McCarroll, Clerk of the Board; Shirley Million, Minutes Coordinator; David Smith, County Manager and Victoria Mangiapane, Deputy County Attorney. Votes of the Members will be recorded as follows: aye-nay-absent-abstain.

SD-1. AUTHORIZE AUCTION OF DECLARED SURPLUS AND DISPOSITION OF FIXED ASSETS

Motion was made by Director Wilcox, seconded by Director Stapley, and unanimously carried (5-0) to declare as surplus and authorize the disposition of fixed assets such as suite furniture, building materials and equipment that are no longer needed for operations of Chase Field. Authorize the utilization of an internet auction process for the disposition of remaining surplus items. (C6808005M00) (ADM5500-002)

SD-2. DECLARE AS SURPLUS AND AUTHORIZE SALE OF JUMBOTRON VIDEO BOARD AND EQUIPMENT

Motion was made by Director Wilcox, seconded by Director Stapley, and unanimously carried (5-0) on a roll call vote with Supervisors Brock, Stapley, Kunasek, Wilson and Wilcox voting "aye" to declare as surplus and, in accordance with MCI-803(E) of the District Procurement Code, with unanimous consent of the Board, authorize the sale of the Chase Field Sony Jumbotron video board and related parts and equipment to the City of San Diego at fair market value as determined in consultation with the District's video board consultant; and authorize the execution of any and all documents necessary to effect the transaction. The equipment will be conveyed on an "as is where is" basis with no warranty. The City of San Diego will incur all costs and responsibility for transporting the Jumbotron and the other equipment. (C6808008M00) (ADM5500-002)

SD-3. TRADE OF A SONY DVS 7000 PRODUCTION SWITCHER

Motion was made by Director Wilcox, seconded by Director Stapley, and unanimously carried (5-0) to approve the trade of a Sony DVS 7000 Production Switcher Serial Number 10059 valued at \$40,000 to allow the Stadium District to receive credit toward the purchase of an upgraded Sony MVS8000G Production Switcher. The contract vendor is Mortenson Construction. Section MCI-803(D)(3) of the Maricopa County Stadium District Procurement Code, provides that surplus materials may be disposed of by trade-in with the approval of the Board of Directors. The Sony DVS 7000 Production Switcher will utilize this trade-in value in conjunction with the purchase of a new Sony MVS8000G Production Switcher which will replace this outdated equipment which has exceeded its useful life cycle. (C6808006M00) (ADM5500-002)

SUPPLEMENTAL

SS-1. AMENDMENT TO FACILITY DEVELOPMENT AGREEMENT AND RELATED USE AGREEMENTS

Motion was made by Director Wilcox, seconded by Director Stapley, and unanimously carried (5-0) to approve the "Eighth Amendment to the Facility Development Agreement and Related Use

MARICOPA COUNTY STADIUM DISTRICT BOARD OF DIRECTORS MINUTE BOOK

**FORMAL SESSION
December 19, 2007**

Agreements" between the Maricopa County Stadium District and the following Arizona Diamondbacks Major League Baseball Team related entities: (sometimes collectively referred to as the "Team Entities"): AZPB Limited Partnership (the "Team"), a Delaware limited partnership; AZPB FM Limited Partnership (the "Facility Manager"), a Delaware limited partnership; AZPB REM limited partnership (the "Real Estate Manager") a Delaware limited partnership. This amendment allows the District to assign its Day Use responsibilities to the District's booking manager for events at Chase Field. The District will share in the revenues received from Day Uses pursuant to the formula set forth in the Booking Manager Services Contract (Serial 03206-RFP).

Under the agreements with the Team Entities, the District deposits fifty percent of its annual net revenues into the long term project reserve account established for maintaining the facility.

In addition, the District Board has before it two other agenda items for agreements that should be considered simultaneously with this item because these two items are integrally related: The "Assignment of Day Use Responsibilities and Amendment to Booking Manager Services Contract"; and the "Amendment to Plywood Letter Agreement." Approval of this item granting the District the authority to assign its Day Use rights is a necessary prerequisite for the approval of these other two items. (C7898053109) (C6772)

SS-2. ASSIGNMENT OF DAY USE RESPONSIBILITIES AND AMENDMENT TO BOOKING MANAGER SERVICES CONTRACT WITH SMG/SAA VENTURES, LLC

Motion was made by Director Wilcox, seconded by Director Stapley, and unanimously carried (5-0) to approve the "Assignment of Day Use Responsibilities and Amendment to Booking Manager Services Contract," (Serial 03206-RFP), between SMG/SAA Ventures, LLC (the "Booking Manager") and the Maricopa County Stadium District (the "District"). An agreement concurrently before the District Board for consideration, the "Eighth Amendment to the FDA and the Related Use Agreements," authorizes the District to assign its rights to book and conduct Day Uses at Chase Field to the District's booking manager, currently SMG/SAA Ventures, LLC (the "Booking Manager"). This Assignment amends the Booking Manager Services Contract to add these services to effect this assignment, as permitted under Section 4.5, and provides that gross revenues earned by the Booking Manager through Day Uses are subject to revenue sharing with the District as set forth in the Assignment and the Booking Manager Services Contract. (Subject to the review and approval of Legal, OMB, and Materials Management) (C6805007101) (C6792)

SS-3. AMEND PLYWOOD LETTER AGREEMENT WITH SMG/SAA VENTURES, LLC

Motion was made by Director Wilcox, seconded by Director Stapley, and unanimously carried (5-0) to approve as Amendment No. 1 the "Amendment to Plywood Letter Agreement" between SMG/SAA Ventures, LLC (the "Booking Manager") and the Maricopa County Stadium District (the "District"). In this amendment, the Booking Manager agrees to give up its rights relating to Day Uses granted in the Letter Agreement as partial consideration for the benefit it receives under another agreement (C6808009M00) concurrently before the District Board, the "Assignment of Day Use Responsibilities and Amendment to Booking Manager Services Contract" in which the Booking Manager is assigned the District's rights to conduct Day Uses at Chase Field. This does not change the Booking Manager's rights, duties, and responsibilities regarding the plywood under the Letter Agreement, which continues in effect as amended. (C6792) (C6806002001)

MARICOPA COUNTY STADIUM DISTRICT BOARD OF DIRECTORS MINUTE BOOK

**FORMAL SESSION
December 19, 2007**

MEETING ADJOURNED

There being no further business to come before the Board, the meeting was adjourned.

ATTEST:

Fulton Brock, Chairman of the Board

Fran McCarroll, Official Record Keeper